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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 11, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release (Delegation Agreement), dated as of October 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Delegation Agreement previously filed with the Board under Recordation Number 23652-C.

The names and addresses of the parties to the enclosed document are:

Lessor:	SNC Fintrack Chinook 103 Avenue des Champs Elysees 75008 Paris, France
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue NE Washington, DC 20002
Owner Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19801

Mr. Vernon A. Williams  
January 11, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 650 and High Speed Trainset Number 17 (consisting of 8 cars within the series AMTK 2011 – AMTK 3551) as more particularly set forth in the attachment to the document.

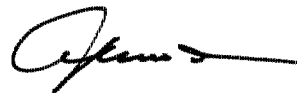
A short summary of the document to appear in the index is:

Termination and Release (Delegation Agreement).

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

**TERMINATION AND RELEASE  
DELEGATION AGREEMENT**

JAN 11 '07

**10-15 AM**

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of October 31, 2006 (this "Termination") is between SNC FINTRACK CHINOOK, a *société en nom collectif* with a share capital of 1000, having its registered office (*siege social*) at 103, avenue des Champs Elysées, 75008, Paris, France, registered under identification number 432 722 825 (in such capacity, the "Lessor"), NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Owner Trustee").

**WITNESSETH:**

WHEREAS, Lessor and Amtrak have entered into that certain Crédit-Bail Agreement, dated September 25, 2000, that certain Lease Supplement dated August 21, 2001, and that certain Lease Supplement No. 2 dated September 6, 2001 (collectively, as amended, supplemented and modified, the "Lease") pursuant to which Lessor leased the railcars described on Annex A hereto (the "Units") to Amtrak;

WHEREAS, Lessor, Amtrak and Owner Trustee have entered into that certain Delegation Agreement dated September 18, 2001, which was filed and recorded on September 18, 2001 at 10:24 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23652-C (the "Delegation Agreement");

WHEREAS, pursuant to the Trust Indenture, Owner Trustee granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of Owner Trustee in, to and under the Delegation Agreement as security for certain obligations;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of October 31, 2006, among Amtrak, Lessor, Owner Trustee, Indenture Trustee and the other parties thereto, the Lease was terminated and all rights, title and interests of Lessor in and to the Units were transferred to Owner Trustee; and

WHEREAS, on the date hereof, Lessor, Amtrak and Owner Trustee have made arrangements satisfactory to each of them to terminate the Delegation Agreement.

NOW, THEREFORE, Lessor, Amtrak and Owner Trustee agree as follows:

Section 1. Termination of the Delegation Agreement and Release of the Units. The Delegation Agreement is hereby terminated, and all right, title and interest of Lessor in and to the Units arising from and through the Delegation Agreement are hereby terminated and released.

Section 2. Further Assurances. Lessor and Owner Trustee hereby agree to execute and deliver to Amtrak, at Amtrak's expense, such additional instruments, notices, or

*Delegation Agreement Termination and Release  
(SNC Fintrack Chinook)*

releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

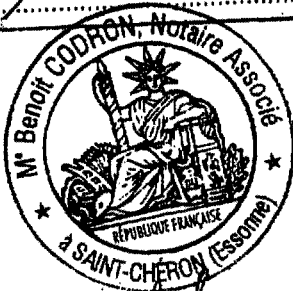
Section 3. Representations and Warranties. Each of Lessor, Amtrak and Owner Trustee represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor and Owner Trustee have full authority to terminate and release all of its right, title and interest in and to the Delegation Agreement and to the Units, as provided herein.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

*[Remainder of Page Intentionally Blank]*

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

Je soussigné M<sup>r</sup> B. CODRON  
Notaire associé à St-Chéron, certifie  
Véritable la signature Matérielle de  
Monsieur NOIROND  
apposée ci-dessus.



*[Handwritten signature]*

SNC FINTRACK CHINOOK

By: *[Signature]*

Name:

Title:

Address: 103, avenue des Champs Elysées  
75008, Paris, France

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: \_\_\_\_\_

Name:

Title:

WILMINGTON TRUST COMPANY, as Owner  
Trustee

By: \_\_\_\_\_

Name:

Title:

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK CHINOOK

By: \_\_\_\_\_  
Name:  
Title:  
Address: 103, avenue des Champs Elysées  
75008, Paris, France

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: Dale M. Stein  
Name: Dale M. Stein  
Title: Treasurer

WILMINGTON TRUST COMPANY, as Owner  
Trustee

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

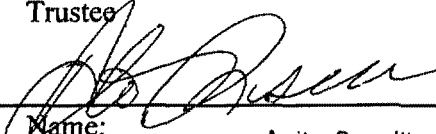
SNC FINTRACK CHINOOK

By: \_\_\_\_\_  
Name:  
Title:  
Address: 103, avenue des Champs Elysées  
75008, Paris, France

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

WILMINGTON TRUST COMPANY, as Owner  
Trustee

By:  \_\_\_\_\_  
Name: Anita Roselli  
Title: Senior Financial Services Officer

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: 

Name: TALAL KAIROUZ

Title: ASSET MANAGEMENT

By: 

Name: LAURA MILLER

Title: ASSET MANAGEMENT

ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

By: \_\_\_\_\_

Name:

Title:



ACKNOWLEDGED AND AGREED:

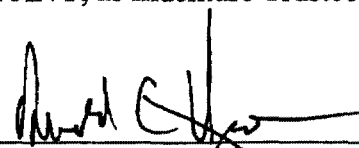
EXPORT DEVELOPMENT CANADA

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

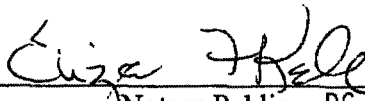
ACKNOWLEDGED AND AGREED:

MANUFACTURERS AND TRADERS TRUST  
COMPANY, as Indenture Trustee

By:  \_\_\_\_\_  
Name: Donald C. Hargaden  
Title: Vice President

DISTRICT OF COLUMBIA       )  
  ) ss.:  
  )

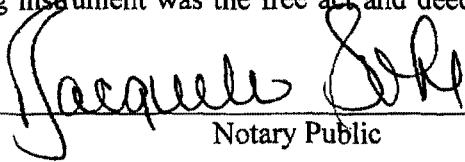
On this 29th day of December, 2006, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he/~~she~~ is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public, DC

My Commission Expires: July 31, 2009

)  
) ss.:  
)

On this 27 day of December, 2006, before me personally appeared ANITA ROSELLI to me personally known, who, by me being duly sworn, says that he/she is the SENIOR OFFICER of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

JACQUELINE SOLONE  
Notary Public - State of Delaware  
My Comm. Expires Feb. 4, 2007

**DESCRIPTION OF UNITS**

Description	Amtrak Equipment Numbers
One (1) Dual Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 650
High-Speed Trainset Number 17 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2011 AMTK 2022
One (1) First Class Car	AMTK 3212
Three (3) Coach Cars	AMTK 3539 AMTK 3518 AMTK 3551
One (1) Bistro Car	AMTK 3312
One (1) End Coach Car	AMTK 3412

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/11/07

\_\_\_\_\_  
Robert W. Alvord